

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION**

JUDITH K. KERNS, <i>et al.</i>,)	
)	
Plaintiffs,)	Case No. 3:06-cv-1113
)	District Judge Trauger
v.)	
)	
CATERPILLAR, INC.,)	Class Action
)	
Defendant/Third-Party Plaintiff,)	
)	
v.)	
)	
INTERNATIONAL UNION, UAW, <i>et. al</i>,)	
)	
Third-Party Defendants.)	

PROTECTIVE ORDER

In accordance with the court's Order and Memorandum entered on February 7, 2008 (Docket Nos. 120 and 121), and pursuant to the court's authority under Federal Rule of Civil Procedure 26(c)(1)(G), it is hereby ORDERED THAT:

1. Neither Caterpillar, Inc. ("Caterpillar") nor the UAW International or its Local Union No. 1086 shall be required to produce any information, testimony, and documents that it believes in good faith would tend to disclose previously undisclosed strategies and priorities that may affect future negotiation and bargaining between Caterpillar or the UAW International or its Local Union Nos. 145, 751, 786, 974, 1086, 1415 and 2096 (collectively, hereinafter, "the UAW"), or that may affect future contract enforcement by either Caterpillar or the UAW. The categories of documents to which this Order pertains may include:

a. draft contract proposals that were not presented to the other side and the materials used to create such drafts;

b. notes, documents or communications reflecting collective bargaining or labor dispute strategies or priorities;

c. analyses of strategies and priorities in relation to labor disputes, collective bargaining, or contract administration;

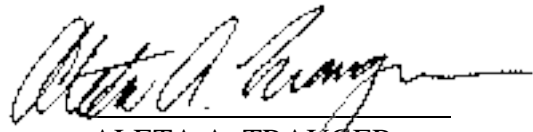
d. documents reflecting internal discussions regarding strategies and priorities regarding labor disputes and contract administration matters between Caterpillar and the UAW; and

e. other documents regarding bargaining between the UAW and Caterpillar that may affect future contract enforcement matters between Caterpillar and the UAW.

2. No party is barred from discovering information regarding another party's collective bargaining strategy and priorities to the extent that the specific information in question had previously been disclosed to a third party. For this provision, the UAW International and its Local Unions will not be considered third parties with respect to each other.

3. This Order only protects information about confidential bargaining strategy and priorities pertaining to the lengthy negotiations leading to the 1998 labor agreements in addition to information pertaining to subsequent negotiations and contractual disputes between the parties. It is so ordered.

Entered this 7th day of February, 2008.



ALETA A. TRAUGER
United States District Judge